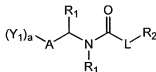


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently Amended) A compound of formula I:



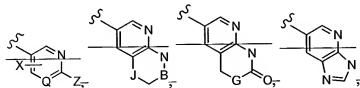
wherein, independently for each occurrence,

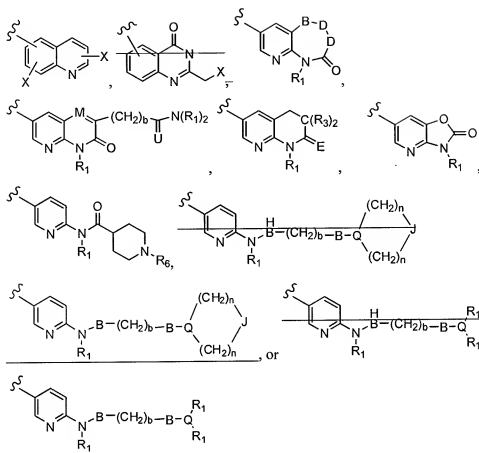
L is a bond or L is alkyl, alkenyl, or cycloalkyl which may be substituted with one or more R₁;

A is a monocyclic ring of 4-7 atoms containing 0-2 heteroatoms, a bicyclic ring of 8-12 atoms containing 0-4 heteroatoms or a tricyclic ring of 12-16 atoms containing 0-6 heteroatoms wherein the rings are independently aliphatic, aromatic, heteroaryl, or heterocyclic; wherein the heteroatoms selected from N, S, and O, and wherein the rings are optionally substituted with one or more groups selected from C₁₋₄ alkyl, CH₂OH, OR", SR", CN, N(R")₂, CH₂N(R")₂, NO₂, CF₃, CO₂R", CON(R")₂, COR", NR"C(O)R", F, Cl, Br, I and -S(O)₂CF₃, wherein R" is H, alkyl or alkaryl;

R₁ is, independently for each occurrence, H, alkyl, cycloalkyl, aryl, or alkaryl;

R₂ is

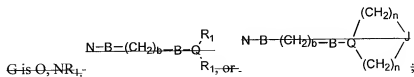
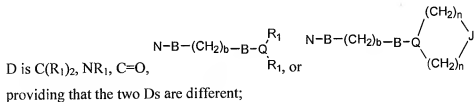




wherein, independently for each occurrence,

B is a bond, $C(R_1)_2$ or $C=O$;

E is O or S;



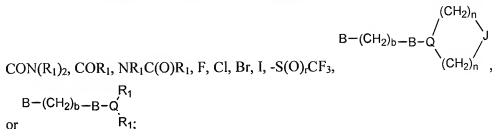
J is NR₁, CH₂, CH₂CH₂, or O;

M is CR₁ or N;

Q is N or CH₃;

U is O, H₂, or CH₂;

X is H, C₁₋₄ alkyl, CH₂OH, OR₁, SR₁, CN, N(R₁)₂, CH₂N(R₁)₂, NO₂, CF₃, CO₂R₁,



Z is H, C₁₋₄ alkyl, N(R₁)₂, NHC(O)R₄, NHCH₂C(O)R₄, or NHC(O)CH=CHR₄;

r is 0, 1, or 2;

R₆ is C(O)OR₁;

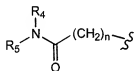
R₁ is as previously defined;

b is an integer from 0-4;

R₃ is alkyl or cycloalkyl;

a is an integer from 0-4; and

Y₁ is



wherein,

R₄ is a water solubilizing group;

R₅ is H, alkyl, or cycloalkyl; and

n is an integer from 0 to 4;

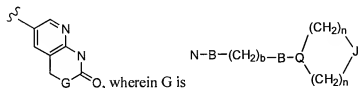
or a pharmaceutically acceptable salt thereof.

2. (Original) The compound of claim 1, wherein L is a C₂ alkenyl.

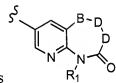


3. **(Withdrawn)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is wherein B is C=O.

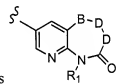
4. **(Withdrawn)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is



5. **(Original)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is wherein R₁ is H.



6. **(Original)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is wherein R₁ is H and the D adjacent to B is NR₁.



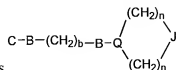
7. **(Withdrawn)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is wherein Z is N(R₁)₂.



8. **(Withdrawn)** The compound of claim 1, wherein L is a C₂ alkenyl and R₂ is



wherein Z is N(R₁)₂ and Q is



9. **(Withdrawn)** The compound of claim 1, wherein A is a 6 membered monocyclic aryl.

10. **(Withdrawn)** The compound of claim 1, wherein A is a 10 membered bicyclic aryl.

11. **(Withdrawn)** The compound of claim 1, wherein A is a 12 membered tricyclic aryl.
12. **(Withdrawn)** The compound of claim 1, wherein A is an 8 membered bicyclic heteroaryl.
13. **(Original)** The compound of claim 1, wherein A is a 9 membered bicyclic heteroaryl.
14. **(Original)** The compound of claim 1, wherein A comprises at least 1 heteroatom.
15. **(Withdrawn)** The compound of claim 1, wherein A comprises at least 2 heteroatoms.
16. **(Withdrawn)** The compound of claim 1, wherein A comprises at least 1 nitrogen atom.
17. **(Original)** The compound of claim 1, wherein A comprises at least 1 oxygen atom.
18. **(Withdrawn)** The compound of claim 1, wherein A comprises at least 1 sulfur atom.
19. **(Withdrawn)** The compound of claim 1, wherein A comprises at least 2 sulfur atoms.
20. **(Withdrawn)** The compound of claim 1, wherein the compound is selected from the following:

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(1-propyl-naphthalen-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-(3,3-Dimethyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-naphthalen-2-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-naphthalen-1-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-(4-Acetylamino-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-(4-Methanesulfonyl-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-(2-Methoxy-naphthalen-1-ylmethyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-Methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-(2,3-Dimethyl-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-(4-Isopropyl-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-Indan-5ylmethyl-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-*N*-Indan-5ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3,5-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-[2-(1*H*-Indol-3-yl)-ethyl]-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,5-trimethoxy-benzyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-phenanthren-9-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-Acenaphthen-5-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(4-Methoxy-naphthalen-1ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Benzo[1,3]dioxol-5-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2,5-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-quinolin-4-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-(4-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3,4-Dimethyl-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,6-trimethyl-benzyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,5-trimethyl-benzyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-quinolin-3-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-(3,4-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Benzofuran-2-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(2-methyl-naphthalen-1-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Biphenyl-2-ylmethyl-methyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Biphenyl-3-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,3,4-trimethoxy-benzyl)acrylamide hydrochloride;

(*E*)-*N*-(2,3-Dihydro-benzof[1,4]dioxin-6-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2,3-Diethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3-Ethoxy-2-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methyl-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-quinolin-5-ylmethyl-acrylamide hydrochloride;

(*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3-Methoxy-2-isopropoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3-Chloro-2-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(3-Chloro-2-ethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(2,3-Dihydro-benzof[1,4]dioxin-5-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(4,5-Dimethyl-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)-*N*-quinolin-5-ylmethyl-acrylamide hydrochloride;

- (*E*)-*N*-benzyl-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-(7-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,2,3,5-tetrahydro-pyrido[2,3-*e*][1,4]diazepin-4-yl)acetic acid ethyl ester hydrochloride;
- (*E*)-*N*-(2,3-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Methoxy-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- 1-(+)-(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(1-naphthalen-1-yl-ethyl)acrylamide hydrochloride;
- (*S*)-(-)-(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(1-naphthalen-1-yl-ethyl)acrylamide hydrochloride;
- (*E*)-*N*-Benzo[*b*]thiophen-2-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(3-trifluoromethyl-benzyl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Chloro-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(4-methyl-benzyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*R*)-(-)-(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1*H*-3^a,8,9-triaza-benzo[*f*]azulen-6-yl)acrylamide hydrochloride;
- (*S*)-(+)-(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1*H*-3^a,8,9-triaza-benzo[*f*]azulen-6-yl)acrylamide hydrochloride;

(*E*)-3-[4-(4-Methoxy-benzyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[4-(2-morpholin-4-yl-ethyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-{4-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl}acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-{4-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl}acrylamide hydrochloride;

(*S*)-(+)-(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1*H*-3^a,8,9-triaza-benzo[*f*]azulen-6-yl)acrylamide hydrochloride;

(*R*)-(-)-(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1*H*-3^a,8,9-triaza-benzo[*f*]azulen-6-yl)acrylamide hydrochloride;

(*E*)-*N*-(4-Fluoro-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(4-Chloro-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(*E*)-*N*-(2-Isopropoxy-3-methoxy-benzyl)-*N*-methyl-3-[4-(3-morpholin-4-yl-propyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-{4-[3-(4-methyl-piperazin-1-yl)propyl]-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl}acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(*E*)-*N*-(3-Chloro-benzo[*b*]thiophen-2-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(5-Chloro-1-methyl-1*H*-indol-2-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(1,7-Dimethyl-1*H*-indol-2-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(5-Fluoro-3-methyl-benzo[*b*]thiophen-2-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-*N*-(5-Chloro-3-methyl-benzo[*b*]thiophen-2-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-(1,7-dimethyl-1*H*-indol-2-ylmethyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide;

(*E*)-7-{2-[Methyl-(1-methyl-1*H*-indol-3-ylmethyl)-carbamoyl]-vinyl}-2-oxo-1,2,3,5-tetrahydro-pyrido[2,3-*e*][1,4]diazepine-4-carboxylic acid benzyl ester;

(*E*)-3-(2,4-Dioxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)acrylamide;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(2-oxo-2,3-dihydro-oxazolo[4,5-*b*]pyridin-6-yl)acrylamide;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)-3-(2-oxo-2,3-dihydro-oxazolo[4,5-*b*]pyridin-6-yl)acrylamide;

(*E*)-3-(6-Amino-5-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]ethyl}pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;

(*E*)-3-(6-Amino-5-piperidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;

(*E*)-3-(6-Amino-5-pyrrolidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-benzyl-piperidin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-pyrrolidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-naphthalen-2-ylmethyl-acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(3-methylbenzo[*b*]thiophen-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(4-methylnaphthalen-1-ylmethyl)acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(3-methylbenzo[*b*]thiophen-2-ylmethyl)acrylamide hydrochloride;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-(3,4-dimethyl-thieno[2,3-*b*]thiophen-2-ylmethyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(4-methylnaphthalen-1-ylmethyl)acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-benzofuran-2-ylmethyl-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(3-methoxy-2-propoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(2-ethoxy-3-methyl-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Isopropoxy-3-methoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;

(*E*)-3-[6-(2,5-Dioxo-pyrrolidin-1-yl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;

(*E*)-*N*-(5-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)succinamide;

(*E*)-*N*-(5-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-(4-methyl-piperazin-1-yl)-4-oxo-butyramide;

(*E*)-*N*-(5-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-morpholin-4-yl-4-oxo-butyramide;

(*E*)-1-Methyl-piperidine-4-carboxylic acid (5-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)amide;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-[6-(2-pyridin-4-yl-acetyl-amino)pyridin-3-yl]acrylamide;

(*E*)-1-Acetyl-piperidine-4-carboxylic acid (5-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)amide;

(*E*)-3-(6-Amino-pyridin-3-yl)-*N*-(2,3-dimethoxy-benzyl)-*N*-methyl-acrylamide;

(*E*)-*N*-(4-Acetyl-amino-benzyl)-3-(6-amino-pyridin-3-yl)-*N*-methyl-acrylamide;

(*E*)-3-[3-(2-Dimethylamino-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-Acenaphthen-5-ylmethyl-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-(6-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2*H*-pyrido[2,3-*d*]pyrimidin-3-yl)acetic acid;

Sodium (*E*)-(6-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2*H*-pyrido[2,3-*d*]pyrimidin-3-yl)acetate;

Sodium (*E*)-(6-{2-[methyl-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2*H*-pyrido[2,3-*d*]pyrimidin-3-yl)acetate;

(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-{3-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl}acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-{3-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl}acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-{3-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl}acrylamide hydrochloride;

(*E*)-2-Amino-5-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-*N*-(2-morpholin-4-yl-ethyl)nicotinamide hydrochloride;

(*E*)-*N*-(3-Methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[3-(3-morpholin-4-yl-propyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-[3-(3-morpholin-4-yl-propyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(5-{2-[Methyl-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-(4-methyl-piperazin-1-yl)-4-oxo-butyramide;

(*E*)-*N*-(2,3-Diethoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(2-Isopropoxy-3-methoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(3-Chloro-2-ethoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(4-Fluoro-naphthalen-1-ylmethyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;

(*E*)-*N*-(2,3-Dimethoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;

(*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)acrylamide;

(*E*)-3-(6-Amino-pyridin-3-yl)-*N*-methyl-*N*-thieno[3,2-*c*]pyridin-2-ylmethyl-acrylamide;

(*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-thieno[3,2-*c*]pyridin-2-ylmethyl-acrylamide;

(*E*)-*N*-Methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)-*N*-thieno[3,2-*c*]pyridin-2-ylmethyl-acrylamide;

(*E*)-3-(6-Amino-pyridin-3-yl)-*N*-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-(6-Amino-pyridin-3-yl)-*N*-(2-propoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-3-(6-amino-pyridin-3-yl)-*N*-(2-isopropoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-*N*-Acenaphthen-5-ylmethyl-3-(6-amino-pyridin-3-yl)-*N*-methyl-acrylamide hydrochloride;

(*E*)-*N*-(1*H*-Indol-5-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-acrylamide;

(*E*)-*N*-Methyl-*N*-(1-methylindol-5-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-acrylamide;

(*E*)-*N*-(1*H*-Indol-7-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-acrylamide;

(*E*)-*N*-Methyl-*N*-(1-methylindol-7-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-acrylamide;

(*E*)-*N*-(1*H*-Indol-6-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-acrylamide;

(*E*)-*N*-3-(6-Amino-pyridin-3-yl)-*N*-methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-acrylamide hydrochloride;

(*E*)-3-(3,3-Dimethyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)acrylamide hydrochloride;

(*E*)-*N*-Methyl-*N*-(3-methyl-1*H*-inden-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;

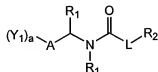
(*E*)-3-(6-{2-[Methyl-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2*H*-pyrido[2,3-*d*]pyrimidin-3-yl)propionic acid ethyl ester;

(*E*)-3-(6-amino-5-cyano-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-acrylamide hydrochloroide; or

(*E*)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(2-oxo-1,2,3,4-tetrahydro-pyrido-[2,3-*b*]pyrazin-7-yl)-acrylamide.

21. (Original) The compound of claim 1, wherein the compound inhibits FabI with a K_i of about 5 μ M or less, about 1 μ M or less, about 100 nM or less, about 10 nM or less, or about 1 nM or less.
22. (Original) The compound of claim 1, wherein the compound inhibits FabI with an IC_{50} of about 30 μ M or less, about 1 μ M or less, about 100 nM or less, or about 10 nM or less.
23. (Original) The compound of claim 1, wherein the compound inhibits FabI with an MIC of about 32 μ g/mL or less, about 16 μ g/mL or less, or about 8 μ g/mL or less, about 4 μ g/mL or less, about 2 μ g/mL or less, about 1 μ g/mL or less, about 0.5 μ g/mL or less, about 0.25 μ g/mL or less, or about 0.125 μ g/mL or less.
24. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.
25. (Previously Presented) The composition of claim 24, wherein the composition is formulated for intravenous or injectable, administration.
26. (Canceled)
27. (Original) The composition of claim 24, wherein the composition is formulated for topical application.
- 28.-29. (Canceled)
30. (Original) The composition of claim 24, wherein the composition is formulated for oral administration.
31. (Original) The composition of claim 30, wherein the composition is formulated in tablets such that the amount of compound provided in 20 tablets, if taken together, provides a dose of at least the ED_{50} but no more than ten times the ED_{50} .

32. **(Original)** The composition of claim 24, wherein the composition is formulated for parenteral administration such that the amount of compound provided in 20 cc bolus injection provides a dose of at least the ED₅₀ but no more than ten times the ED₅₀.
33. **(Canceled)**
34. **(Original)** A pill for reducing bacterial levels in a subject with a bacteria related illness, comprising a compound of claim 1.
35. **(Original)** The pill of claim 34, wherein the pill provides effective bacterial treatment for at least about 8 hours.
- 36.-47. **(Canceled)**
48. **(Original)** A method of disinfecting an inanimate surface comprising administering to the inanimate surface a compound of claim 1.
49. **(Original)** A kit comprising the pharmaceutical composition of claim 24 and instructions for use thereof.
50. **(Previously Presented)** The compound of claim 6, wherein B is CH₂.
51. **(Previously Presented)** The compound of claim 50, wherein A comprises a nine-membered bicyclic heteroaryl comprising at least one O.
52. **(New/Withdrawn)** A compound of formula I:



wherein, independently for each occurrence,

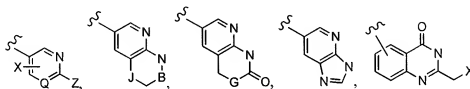
L is alkenyl;

A is a monocyclic ring of 4-7 atoms containing 0-2 heteroatoms, a bicyclic ring of 8-12 atoms containing 0-4 heteroatoms or a tricyclic ring of 12-16 atoms containing 0-6 heteroatoms wherein the rings are independently aliphatic, aromatic, heteroaryl, or heterocyclic; wherein the heteroatoms selected from N, S, and O, and wherein the rings are optionally substituted with one or more groups selected from C₁₋₄ alkyl, CH₂OH,

OR", SR", CN, N(R")₂, CH₂N(R")₂, NO₂, CF₃, CO₂R", CON(R")₂, COR", NR"C(O)R", F, Cl, Br, I and -S(O)_rCF₃, wherein R" is H, alkyl or alkaryl;

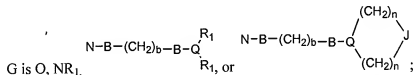
R₁ is, independently for each occurrence, H, alkyl, cycloalkyl, aryl, or alkaryl;

R₂ is



wherein, independently for each occurrence,

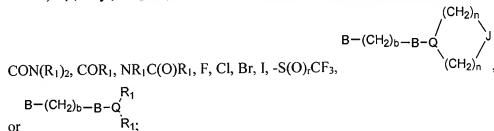
B is a bond, C(R₁)₂ or C=O;



J is NR₁, CH₂, CH₂CH₂, or O;

Q is N or CH;

X is H, C₁₋₄ alkyl, CH₂OH, OR₁, SR₁, CN, N(R₁)₂, CH₂N(R₁)₂, NO₂, CF₃, CO₂R₁,



Z is H, C₁₋₄ alkyl, N(R₁)₂, NHC(O)R₁, NHCH₂C(O)R₁ or NHC(O)CH=CHR₁;

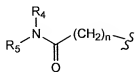
r is 0, 1, or 2;

R₁ is as previously defined;

b is an integer from 0-4;

a is an integer from 0-4; and

Y₁ is



wherein,

R₄ is a water solubilizing group;

R₅ is H, alkyl, or cycloalkyl; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.